

## MITSkills Governance Board Terms of Reference

<b>Date established:</b>	December 20
<b>Updated:</b>	January 26
<b>Reviewed:</b>	Annually
<b>Purpose:</b>	These terms of reference to set out the position of MITSkills regarding our Board of Governance.

### Governance Board Membership

The Governance Board will comprise of at least three members plus the Managing Director.

Membership will include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the Board should have recent, relevant skills and or experience in one of the below:

- Quality and Curriculum (from an education, and preferably FE, background).
- Education and Training.
- Working with learners.
- Apprenticeships.
- Higher Education.
- Safeguarding.
- Equality, Diversity and Inclusion.
- Representation of local employers, community and regional bodies.

The Managing Director shall be ineligible to be appointed as Chair.

### MITSkills Board Terms of Reference:

Corporate Structures and Roles will be defined to provide clarity between the governance board and management team.

- 1.1.** Every member of the Governance Board shall act in the best interests of MITSkills and shall not be bound to speak or vote by mandates given by any other body or person. Where this is felt to be at odds with local priorities this matter should be raised formally to the Board Secretary.
- 1.2.** Members of the Board are expected to adhere to and apply the Seven Principles of Public Life (previously known as the Nolan Principles).

<https://www.gov.uk/government/publications/the-7-principles-of-public-life>

## **Standards**

1. Selflessness
2. Integrity
3. Objectivity
4. Accountability
5. Openness
6. Honesty
7. Leadership

## **2. Terms of Office**

**2.1.** The Managing Director shall serve for the period of appointment as Managing Director.

## **3. Meetings**

**3.1.** The Board will normally meet at least 3 times per year. Meeting dates are to be aligned to the calendar of reporting. Additional meetings may be called as necessary, in agreement with the Chair of the Board.

**3.2.** Decisions / Vote shall be decided by a majority of votes cast by the members present. In the event of a tied vote, the Chair shall have a second or casting vote.

**3.3.** Senior managers can be invited to attend to parts of meetings of the Board, if their area of responsibility is under discussion, and shall be entitled to speak at meetings but not to vote.

**3.4.** It is important however that at no time can the number of 'management' exceed the number of members present.

**3.5.** The Board may invite others to attend its meetings as appropriate. Meetings of the Board will not be open to persons other than the appointed members, unless they are so invited (such persons shall not have a vote but shall be entitled to speak at the meeting).

**3.6.** Members will be required to keep any matters confidential that are identified as such by the Managing Director.

## **4. Minutes and Papers**

**4.1.** Having regard to the criteria for confidentiality used by MITSkills, separate minutes will be prepared for the non-confidential and confidential items.

**4.2.** At every Board meeting the minutes of the last meeting shall be taken as an agenda item, and, if agreed to be accurate, shall be signed as a true record.

## **5. Sub-Committees**

**5.1.** If an exceptional situation arises, the Board may propose the creation of permanent or time-bound sub-committee/s.

## **6. Terms of Reference**

**6.0.** The Terms of Reference for the Boards is to focus on MITSkills Strategy and plans. The Board are responsible for establishing, approving and monitoring MITSkills strategic and operational plans. Specifically, this will include the following themes but not be limited to:

Strategy and Leadership Formulate and agree the vision and strategy including helping to define the ethos and policies of the MITSkills. See Section 6.1

Company Structures, Accountability and Roles Provide clarity between the governance board, Managing Director, and management team Section 1 to 5 above

Financial Strategy and Audit Adopt a financial strategy and funding plans which are compatible with the duty to ensure sustainability and solvency of MITSkills. Section 6.5

Teaching and Learning, Quality, and Outcomes for Learners Ensure exceptional teaching, training and learning by adopting effective underpinning policies and systems including the monitoring of performance data which also encourage and facilitate the learner and employer voice Section 6.3 and Section

Equality and Diversity and Safeguarding meet and aim to exceed its statutory responsibilities for equality and diversity and for ensuring that all learners are safe. See section 6.2 and Section 6.4

Transparency Demonstrate assurance that public funds are well spent, the board will be transparent and openly accountable. Section 6.6

Effective Governance Determine effective governance arrangements, regularly reviewing governance performance and effectiveness Section 6.7

**6.1** The Board are responsible for establishing, approving and monitoring MITSkills strategic and operational plans. Specifically, this will include the following themes but not be limited to

- Contributing to and approval of the strategic plan.
- Contributing to and approval of the operational plan.
- Receipt, consideration and challenge of regular reports in relation to both of the above documents.
- Ensuring bids, tenders and business development opportunities are in line with the strategic priorities of MITSkills.
- Are responsible for ensuring that MITSkills establishes and maintains appropriate relationships; ensuring that knowledge and understanding obtained inform the operation and development of MITSkills and its operations.
- Ensuring there is collaboration with employers and other bodies / groups to ensure the range and content of provision is aligned with local, regional and national priorities.
- Ensuring MITSkills has a learner and staff voice and that the messages received are used to inform operations and improvements.
- Formulate and agree the vision and strategy including defining the ethos and policies for MITSkills.

## **6.2. Monitoring of Safeguarding, EDI and Equalities**

The Board are responsible for ensuring appropriate and compliant procedures to ensure the Safeguarding of learners and staff, as well as monitoring the progress of Equality, Diversity, Inclusion and Belonging, in line with MITSkills policy and strategy. Duties will include but not be limited to:

Strategy and Leadership Formulate and agree the vision and strategy including defining the ethos and policies of the provider.

- Maintaining the statutory duties of members and leaders to protect their students and staff from risk of harm.

- Monitoring the currency and effectiveness of internal policy, training and procedures, and understanding the current risks to learners.
- Monitoring and responding to the actions associated with equality, diversity, inclusion and belonging to ensure that all learners achieve their potential in line with MITSkills mission.
- Knowledge and Appropriateness of the Curriculum based on the strategic and operational plans and knowledge gained through relationships, the Board will seek assurances that the curriculum offered is carefully considered and researched to meet the needs and requirements of the community, national and regional skills priorities, and any specific requirements of local students, employers and stakeholders.
- Understanding the rationale and having oversight of the purpose of the curriculum strategy, as part of MITSkills Strategic Plans.
- Monitoring data (including enrolment, retention and continuation) regarding the curriculum offer.
- Receiving independent feedback from inspections, audits and wider professional services in relation to the appropriateness of the curriculum offer.

### **6.3. Quality of Delivery (The Service)**

Having established the appropriateness of the curriculum the Board is responsible for ensuring the academic quality of the offer. Specifically, this will include but will not be limited to:

- Monitoring quality performance and providing challenge to local management through defined lines of enquiry and in year challenge / support on emerging risks / areas of strength.
- Knowledge and support / challenge to MITSkills approach to securing and sustaining improvements in teaching, learning and assessment.
- Challenging and supporting the Senior Leadership Team to ensure staff improve teaching through incisive performance management.
- Monitoring progress and performance of different groups of
- learners to help reduce the likelihood of under achievement and attainment gaps.

### **6.4. Student Experience, Outcomes and Destinations**

The Board are responsible for ensuring that MITSkills performs strongly in relationship to student experience, outcomes and future destinations. Specifically, this will include but not be limited to:

- Monitoring progression and destinations.
- Challenging and supporting the Senior Leadership Team to ensure the provision of accurate, timely and impartial careers guidance.
- Monitoring complaints and Learner feedback surveys.

### **6.5. Financial Strategy and Audit arrangements**

- The board must adopt an affordable financial strategy and plans which are compatible with the duty to ensure sustainability and solvency of MITSkills.

- The board must adopt effective systems of control and risk management that promote value for money, efficient use of the capital estate and technology, meet mandatory audit requirements, and produce accurate and quality-assured data.
- The board must ensure compliance with the funding agency's financial memoranda and must understand and meet the conditions of funding, as set by the funding agency and other funders.
- The board must inform the funding agency of any "materially adverse" change in MITSkills circumstances.
- MITSkills must have financial regulations and appropriately documented delegations and procedures, approved by the board, which specify its financial responsibilities and authority and those of its committees and its staff.
- The board should ensure that they have confidence in the arrangements for the provision of accurate and timely financial information and, therefore, also in the financial systems used to generate such information.
- Day-to-day financial control should be exercised by the staff of MITSkills under delegation from the board and the Managing Director. Responsibility for financial management and advising on financial matters is generally delegated through the Managing Director to a senior member of staff such as a Finance Director (or equivalent).
- The board must ensure that a statement on internal controls explaining the risk management arrangements that are in operation is contained in the corporate governance section of the financial statements.
- The board must comply with the funding agency mandatory requirements relating to audit including adherence to the Post-16 Audit Code of Practice, which sets out the minimum requirements. The board should approve an annual audit plan linked to MITSkills risk register and be confident in the expertise and quality of any internal auditors engaged by MITSkills. The board should consider using different sets of expertise for different audit requirements.
- The board must ensure effective arrangements are in place for the management and quality assurance of data.
- The board should use MITSkills annual report to account to all stakeholders for the performance and prospects of MITSkills as well as to demonstrate compliance with statutory and regulatory requirements.

## **6.6. Transparency and accountability**

- The board must be collectively accountable for the business of MITSkills, taking decisions on matters within its duties and responsibilities.
- Members of boards must comply with the legislation relevant to their legal form of incorporation.
- The board must set out its primary responsibilities, which should be published widely and be known to all stakeholders. These responsibilities should be supported by a schedule of delegation which sets out how each responsibility is to be met and by whom, including those items which the board delegates to the Managing Director.
- The board must seek assurance that it meets all legal and regulatory requirements imposed on it as a corporate body, and MITSkills compliance should be kept under regular review.
- The board should conduct its affairs as openly and transparently as possible, consulting fully on its plans and delivery. The general principles and requirements of the Freedom of Information Act must apply, so that staff and students have access to all appropriate information about the board's proceedings.

- Public reporting is important and contributes to confidence in the sector. An annual report and financial statements should be made widely available both internally and externally.
- The annual report should be published and include a section that sets out the governance arrangements - including the extent to which this Code has been adopted - and the policies on public disclosure.
- The board should ensure that students and the public are given honest, accurate and timely information about all aspects of provision and that the board has the necessary information to be able to challenge, where necessary, the executive.
- There should be clear and published complaints and whistleblowing procedures. The board should receive regular reports on the number and types of complaint and how complaints are resolved.
- Board members are required to fulfil their duties in line with accepted standards in public life. Board members must avoid conflicts of interest and act solely in the interests of MITSkills at all times.
- Managers, whose views are not consistent with the decisions of the board as a whole, must abide by the principle of collective decision-making and stand by the decisions of the board.

#### 6.7. Effective Governance

Implement effective governance arrangements, regularly reviewing governance performance and effectiveness.

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